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*Counsel for the Debtors, Acting at the  
Direction of the Restructuring Sub-Committee*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
**In re:** : **Chapter 11**  
:   
**SEARS HOLDINGS CORPORATION, et al.,** : **Case No. 18-23538 (RDD)**  
:   
**Debtors.**<sup>1</sup> : **(Jointly Administered)**  
:   
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**FIFTEENTH MONTHLY FEE STATEMENT OF  
PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP  
FOR COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES INCURRED AS ATTORNEYS FOR DEBTORS  
FOR PERIOD FROM DECEMBER 1, 2019 THROUGH DECEMBER 31, 2019**

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); SHC Licensed Business LLC (3718); SHC Promotions LLC (9626); Sears Brands Management Corporation (5365), and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Name of Applicant: Paul, Weiss, Rifkind, Wharton & Garrison LLP

Authorized to Provide Professional Services to: Debtors and Debtors in Possession

Date of Retention: November 16, 2018, *nunc pro tunc* to November 15, 2018

Period for which compensation and reimbursement is sought: December 1, 2019 through December 31, 2019

Monthly Fees Incurred: \$21,479.00

20% Holdback: \$4,295.80

Total Compensation Less 20% Holdback: \$17,183.20

Monthly Expenses Incurred: \$131,250.47

Total Fees and Expenses Due: \$148,433.67

This is a:   X   monthly        interim        final application

In accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [ECF No. 796] (the “Interim Compensation Order”),<sup>2</sup> Paul, Weiss, Rifkind, Wharton & Garrison LLP (“Paul, Weiss”) hereby submits this fifteenth monthly fee statement (the “Fifteenth Monthly Fee Statement”), seeking compensation for services rendered and reimbursement of expenses incurred as counsel to the Debtors, for the period from December 1, 2019 through December 31, 2019 (the “Fifteenth Monthly Fee Period”). By this Fifteenth Monthly Fee Statement, and after taking into account certain voluntary reductions, Paul, Weiss seeks payment in the amount of \$148,433.67, which comprises (i) \$17,183.20, representing eighty percent (80%) of the total amount of compensation sought for

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<sup>2</sup> Capitalized terms used herein but not otherwise defined herein have the meanings ascribed to them in the Interim Compensation Order.

actual and necessary services rendered during the Fifteenth Monthly Fee Period, subject to certain voluntary reductions, and (ii) reimbursement of \$131,250.47 representing one hundred percent (100%) of actual and necessary expenses incurred in connection with such services.

**Services Rendered and Expenses Incurred**

1. Attached as Exhibit A is a summary of Paul, Weiss's professionals by individual, setting forth the (i) name, title, and department of each individual who provided services in connection with the Chapter 11 Cases during the Fifteenth Monthly Fee Period, (ii) aggregate hours spent by each individual, (iii) hourly billing rate for each such individual at Paul, Weiss's current billing rates, (iv) amount of fees earned by each Paul, Weiss professional, and (v) the year of bar admission for each attorney. The blended hourly billing rate of Paul, Weiss attorneys during the Fifteenth Monthly Fee Period is approximately \$787.39. The blended hourly rate of staff attorneys, paralegals, and other non-legal staff during the Fifteenth Monthly Fee Period is approximately \$372.91.

2. Attached as Exhibit B is a summary of the services rendered and compensation sought, by project category, for the Fifteenth Monthly Fee Period.

3. Attached as Exhibit C is a summary of expenses incurred and reimbursement sought, by expense type, for the Fifteenth Monthly Fee Period.

4. Attached as Exhibit D is itemized time detail of Paul, Weiss professionals for the Fifteenth Monthly Fee Period and summary materials related thereto.

**Notice and Objection Procedures**

Notice of this Fifteenth Monthly Fee Statement shall be given by hand or overnight delivery or email where available upon (i) Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179, Attention: Rob Riecker (email: Rob.Riecker@searshc.com) and

Luke Valentino (email: Luke.Valentino@searshc.com); (ii) counsel to the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153, Attention: Ray C. Schrock (email: ray.schrock@weil.com), Jacqueline Marcus (email: 4eorge44ne.marcus@weil.com), Garrett A. Fail (email: garrett.fail@weil.com), and Sunny Singh (email: sunny.singh@weil.com); (iii) William K. Harrington, the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014, Attention: Paul Schwartzberg (e-mail: paul.schwartzberg@usdoj.gov) and Richard Morrissey (e-mail: 4eorge4.morrissey@usdoj.gov); (iv) Paul E. Harner, Ballard Spahr LLP, the independent fee examiner, 1675 Broadway 19th Floor, New York, NY 10019 (email: harnerp@ballardspahr.com); (v) counsel to the Official Committee of Unsecured Creditors, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York, 10036, Attention: Philip C. Dublin (email: pdublin@akingump.com), Ira Dizengoff (email: idizengoff@akingump.com), and Sara Lynne Brauner (email: sbrauner@akingump.com); and (vi) counsel to Bank of America, N.A., Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036, Attention: Paul D. Leake (email: paul.leake@skadden.com), Shana A. Elberg (email: shana.elberg@skadden.com) and George R. Howard (email: 4eorge.howard@skadden.com) (collectively, the “Notice Parties”).

Objections to this Fifteenth Monthly Fee Statement, if any, must be filed with the Court and served upon the Notice Parties so as to be received no later than **February 12, 2020** (the “Objection Deadline”), setting forth the nature of the objection and the amount of fees or expenses at issue (an “Objection”).

If no objections to this Fifteenth Monthly Fee Statement are filed and served as set forth above, the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses identified herein.

If an objection to this Fifteenth Monthly Fee Statement is received on or before the Objection Deadline, the Debtors shall withhold payment of that portion of Fifteenth Monthly Fee Statement to which the objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth above. To the extent such an objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing to be heard by the Court.

Dated: January 28, 2020  
New York, New York

/s/ Paul M. Basta  
PAUL, WEISS, RIFKIND, WHARTON &  
GARRISON LLP  
1285 Avenue of the Americas  
New York, New York 10019  
Tel: 212-373-3000  
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*Counsel for the Debtors, Acting at the  
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**Exhibit A**

**Compensation by Professional**

**SUMMARY OF MONTHLY FEE STATEMENT OF  
PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP FOR  
SERVICES RENDERED FOR THE PERIOD  
FROM DECEMBER 1, 2019 THROUGH DECEMBER 31, 2019**

<b>Name of Professional Partners and Counsel</b>	<b>Title</b>	<b>Department</b>	<b>Year Admitted</b>	<b>Hourly Billing Rate (\$)</b>	<b>Total Billed Hours</b>	<b>Total Compensation (\$)</b>
Robert Britton	Partner	Bankruptcy	2008	1,265.00	0.9	1,138.50
Jonathan Hurwitz	Counsel	Litigation	1987	1,200.00	0.2	240.00
<b>Total Partners and Counsel:</b>					<b>1.1</b>	<b>1,378.50</b>

<b>Name of Associates</b>	<b>Department</b>	<b>Year Admitted</b>	<b>Hourly Billing Rate (\$)</b>	<b>Total Billed Hours</b>	<b>Total Compensation (\$)</b>
Patricia A. Walsh	Bankruptcy	Not admitted	665.00	14.3	9,509.50
Teresa Lii	Bankruptcy	2014	980.00	5.9	5,782.00
Emily M. Hoyle	Litigation	2018	880.00	1.1	968.00
<b>Total Associates:</b>				<b>21.3</b>	<b>16,259.50</b>

<b>Name of Staff Attorneys, Paralegals and Other Non-Legal Staff</b>	<b>Hourly Billing Rate (\$)</b>	<b>Total Billed Hours</b>	<b>Total Compensation (\$)</b>
Joseph Monziona	380	0.7	266.00
Brooke Filler	380	7.6	2,888.00
Alan D. Wilbur	360	0.9	324.00
Jennifer Kellner	330	1.1	363.00
<b>Total Staff Attorneys, Paralegals and Other Non-Legal Staff:</b>		<b>10.3</b>	<b>3,841.00</b>

PROFESSIONALS	BLENDED RATE (\$)	TOTAL BILLED HOURS	TOTAL COMPENSATION (\$)
Partners and Counsel	1,253.18	1.1	1,378.50
Associates	763.36	21.3	16,259.50
Staff Attorneys/Paralegals/ Non-Legal Staff	372.91	10.3	3,841
Blended Attorney Rate	787.39		
Total Fees Incurred		32.7	21,479.00



**Exhibit B**

**Compensation by Task Code**

**AGGREGATE TIME SUMMARY BY TASK CODE  
FOR THE PERIOD DECEMBER 1, 2019 THROUGH DECEMBER 31, 2019**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees (\$)</b>
Case Administration	1.9	689.00
Fee/Employment Applications (Other)	0.7	686.00
Fee/Employment Applications (Paul, Weiss)	28.8	18,896.00
Litigation	1.3	1,208.00
<b>TOTAL</b>	<b>32.7</b>	<b>21,479.00</b>

**Exhibit C**

**Expense Summary**

**AGGREGATE ITEMIZED DISBURSEMENTS  
FOR THE PERIOD DECEMBER 1, 2019 THROUGH DECEMBER 31, 2019**

<b>Expenses Category</b>	<b>Total Expenses (\$)</b>
Electronic Discovery	131,048.50
Information Retrieval Services	13.73
Duplicating Expenses	5.30
Local Transportation Expenses	182.94
<b>TOTAL</b>	<b>131,250.47</b>

**Exhibit D**

**Time Detail**

Run Date &amp; Time: 01/14/20 13:28:32

Worked thru: 12/31/19

Client: 022429 Sears Holdings Corporation

Resp Prtnrs: PMB SMB LRC

Proforma: 7479909

(00309)

Matter: 00002 Sears Holdings Corp. - In re Sears Holdings Corporation, et.Bill Frq: MClass: 1001Status: B

U N B I L L E D T I M E					----- Input since 12/01/2019 -----		----- Total Unbilled -----			
Emp Id	Employee Name	Off	Dp	Group	Hours	Amount	Oldest	Latest	Hours	Amount
08028	Britton, Robert	NY	Bkcy	PARTNER	0.90	1,138.50	12/10/19	12/17/19	0.90	1,138.50
02234	Hurwitz, Jonathan	NY	Lit	COUNSEL	0.20	240.00	12/02/19	12/02/19	0.20	240.00
07317	Hoyle, Emily M.	NY	Lit	ASSOCIATE	1.10	968.00	12/04/19	12/04/19	1.10	968.00
07797	Walsh, Patricia A.	NY	Bkcy	ASSOCIATE	14.30	9,509.50	12/03/19	12/31/19	14.30	9,509.50
08075	Lii, Teresa	NY	Bkcy	ASSOCIATE	5.90	5,782.00	12/03/19	12/17/19	5.90	5,782.00
02444	Monziona, Joseph	NY	Bkcy	PARALEGAL	0.70	266.00	12/09/19	12/17/19	0.70	266.00
53244	Filler, Brooke	NY	Bkcy	PARALEGAL	7.60	2,888.00	12/04/19	12/20/19	7.60	2,888.00
54722	Kellner, Jennifer	NY	Corp	PARALEGAL	1.10	363.00	12/11/19	12/16/19	1.10	363.00
54217	Wilbur, Alan D.	DC	EDP	PARALGL	0.90	324.00	12/23/19	12/31/19	0.90	324.00
Total:					32.70	21,479.00			32.70	21,479.00

Sub-Total Hours : 0.90 Partners; 0.20 Counsels; 21.30 Assocs; 9.40 Paralgls; 0.90 Others

U N B I L L E D   D I S B U R S E M E N T S		Input since 12/01/2019	----- Total Unbilled -----		
Code	Disbursement Name	Amount	Oldest Entry	Latest Entry	Amount
	Professional Services				
1114	Electronic Discovery	0.00	09/27/19	12/23/19	131,048.50
	Total Professional Services				131,048.50
	Information Retrieval Services				
1418	Docketing Retrieval	0.98	11/23/19	12/16/19	13.73
	Total Information Retrieval Services				13.73
	Duplicating Expenses				
1801	Reproduction Exp	5.30	12/05/19	12/05/19	5.30
	Total Duplicating Expenses				5.30
	Local Transportation Expenses				
1082	Taxi Services	0.00	10/23/19	10/23/19	182.94
	Total Local Transportation Expenses				182.94
	Total	6.28			131,250.47

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## U N B I L L E D T I M E S U M M A R Y

Employee Name	Off	Dp	Position	Oldest Entry	Latest Entry	Hours
Britton, Robert	NY	Bkcy	PARTNER	12/10/19	12/17/19	0.90
Hurwitz, Jonathan	NY	Lit	COUNSEL	12/02/19	12/02/19	0.20
Hoyle, Emily M.	NY	Lit	ASSOCIATE	12/04/19	12/04/19	1.10
Walsh, Patricia A.	NY	Bkcy	ASSOCIATE	12/03/19	12/31/19	14.30
Lii, Teresa	NY	Bkcy	ASSOCIATE	12/03/19	12/17/19	5.90
NON-LEGAL SUPPORT				12/04/19	12/31/19	10.30

Total:

32.70

## U N B I L L E D T I M E D E T A I L

Employee Name	Dept	Position	Work Date	Description	Hours	Code
Monzione, Joseph	Bkcy	PARALEGAL	12/09/19	Email correspondence with T. Lii regarding participation in upcoming hearing.	0.20	701
Kellner, Jennifer	Corp	PARALEGAL	12/11/19	Filed monthly fee reports	0.30	701
Monzione, Joseph	Bkcy	PARALEGAL	12/17/19	Prepare and distribute memo containing list of upcoming hearing dates requested by Ms. Walsh.	0.50	701
Wilbur, Alan D.	EDP	PARALGL	12/23/19	Review vendor invoice and submit for approval and payment (0.4).	0.40	701
			12/27/19	Coordinate vendor invoice approvals internally.	0.20	701
			12/31/19	Review and approve invoices.	0.30	701

Total

1.90

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## U N B I L L E D T I M E D E T A I L

Employee Name	Dept	Position	Work Date	Description	Hours	Code
Walsh, Patricia A.	Bkcy	ASSOCIATE	12/03/19	Draft monthly fee application.	1.60	705
Lii, Teresa	Bkcy	ASSOCIATE	12/04/19	Review prior interim fee application issues	0.30	705
Filler, Brooke	Bkcy	PARALEGAL	12/04/19	Draft third interim fee application	3.10	705
Walsh, Patricia A.	Bkcy	ASSOCIATE	12/05/19	Drafting third interim fee application (1.9) office conference with T. Lii re: same (.3)	2.20	705
Lii, Teresa	Bkcy	ASSOCIATE	12/05/19	Revise interim fee application (1.2) review monthly fee statements (.3); correspond with S. Avidan, D. Giller, R. Corrigan re interim fee application (.1); office conference with P. Walsh re same (.3).	1.90	705
Filler, Brooke	Bkcy	PARALEGAL	12/05/19	Continue working on draft third interim fee application	1.60	705
Walsh, Patricia A.	Bkcy	ASSOCIATE	12/06/19	Revise third interim fee application	1.80	705
			12/09/19	Revising interim fee app (1.8) office conference with T. Lii re same (.1).	1.90	705
Lii, Teresa	Bkcy	ASSOCIATE	12/09/19	Revise interim fee application (.8); office conference with P. Walsh re same (.1).	0.90	705
Britton, Robert	Bkcy	PARTNER	12/10/19	Review fee application	0.40	705
Walsh, Patricia A.	Bkcy	ASSOCIATE	12/10/19	Revising third interim fee application (2.4) office conference with T. Lii re same (.1) compiling monthly billing info (.3)	2.80	705
Lii, Teresa	Bkcy	ASSOCIATE	12/10/19	Review interim fee application (.6); office conference with P. Walsh re same (.1)	0.70	705
Walsh, Patricia A.	Bkcy	ASSOCIATE	12/12/19	Revise third interim fee application	0.60	705
Lii, Teresa	Bkcy	ASSOCIATE	12/12/19	Review interim fee application	0.50	705
Filler, Brooke	Bkcy	PARALEGAL	12/12/19	Updates/revisions to Third Interim Fee Application per P. Walsh	2.30	705
Walsh, Patricia A.	Bkcy	ASSOCIATE	12/13/19	Update monthly fee statement.	0.30	705
			12/16/19	Update monthly fee statement (.4) email correspondence with T. Lii re same (.2)	0.60	705
Lii, Teresa	Bkcy	ASSOCIATE	12/16/19	Email correspondence with P. Walsh re fee statement issues.	0.20	705
Kellner, Jennifer	Corp	PARALEGAL	12/16/19	File monthly fee statement.	0.80	705
Filler, Brooke	Bkcy	PARALEGAL	12/16/19	Revising third interim fee application	0.30	705
Britton, Robert	Bkcy	PARTNER	12/17/19	Review monthly fee statement	0.50	705
Walsh, Patricia A.	Bkcy	ASSOCIATE	12/17/19	Revise monthly fee statement.	1.60	705
Lii, Teresa	Bkcy	ASSOCIATE	12/17/19	Review monthly fee statement	0.70	705
Walsh, Patricia A.	Bkcy	ASSOCIATE	12/20/19	preparing fourteenth monthly fee application for filing	0.20	705
Filler, Brooke	Bkcy	PARALEGAL	12/20/19	Filing of fourteenth monthly fee statement	0.30	705
Walsh, Patricia A.	Bkcy	ASSOCIATE	12/24/19	Attention to Weekly estimate	0.60	705
			12/31/19	Attention to weekly estimate.	0.10	705

Total

28.80

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U N B I L L E D T I M E D E T A I L

Employee Name	Dept	Position	Work Date	Description	Hours	Code
Lii, Teresa	Bkcy	ASSOCIATE	12/03/19	Correspond with J. Kravette, S. Patkar, P. Morgan, K. Kernan re interim fee applications.	0.20	706
			12/10/19	Review A&M interim fee application.	0.30	706
			12/11/19	Prepare A&M interim fee application for filing.	0.20	706
			Total		0.70	

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Run Date & Time: 01/14/20 13:28:32

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U N B I L L E D T I M E D E T A I L

Employee Name	Dept	Position	Work Date	Description	Hours	Code
Hurwitz, Jonathan	Lit	COUNSEL	12/02/19	Reviewing amended complaint.	0.20	710
Hoyle, Emily M.	Lit	ASSOCIATE	12/04/19	Reviewed Amended Adversary Complaint.	1.10	710

Total 1.30

Matter Total 32.70

Client: 022429 Sears Holdings Corporation

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